



The David J. Joseph Company

RECORDATION NO. 20257 FILED 1425
SEP 10 1996 10 10 AM

September 5, 1996

Mr. Vernon Williams
Recordations Unit
Surface Transportation Board
12th Street and Constitution Ave., NW
Washington, DC 20423

SEP 10 10 49 AM '96

RECEIVED
SURFACE TRANSPORTATION
BOARD

Dear Mr. Williams:

Enclosed is an original and one copy of the Memorandum of Assignment and Assumption Agreement dated as of August 13, 1996 between the following parties:

Assignee: The David J. Joseph Company
300 Pike Street
Cincinnati, OH 45202

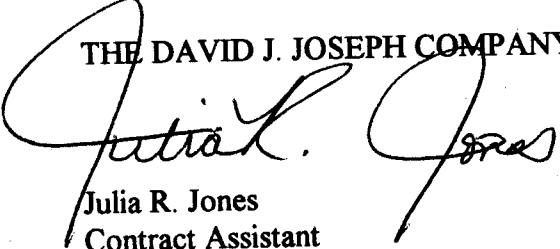
Assignor: Transportation Corporation of America
as agent for TC-78 Partnership
2521 State Street
Chicago Heights, IL 60411

Please see Appendix I attached hereto for the Equipment involved in this transaction.

This Agreement would be considered a secondary document but we were unable to obtain the Recordation No. of the lease this document is connected to. Please file this agreement as a primary document. The amount of \$21.00 is included in the enclosed check.

Sincerely,

THE DAVID J. JOSEPH COMPANY


Julia R. Jones
Contract Assistant

Enclosures

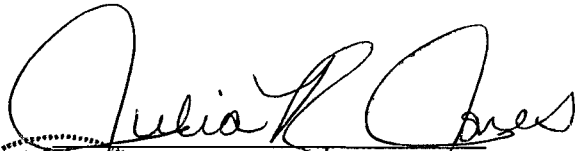

Railroad Equipment Leasing
and Marketing Division

300 Pike Street
Cincinnati, Ohio 45202-4214
(513) 621-8770
FAX (513) 345-4433

Mail Address:
P.O. Box 1078
Cincinnati, Ohio 45201-1078

CERTIFICATE

The undersigned, Julia Jones, a notary public in and for the County of Hamilton, State of Ohio, hereby certifies that the copy of the document attached hereto has been compared with the original and that the undersigned has found the copy to be complete and identical in all respects to the original document


Notary Public

JULIA R. JONES
Notary Public, State of Ohio
My Commission Expires Feb. 27, 2009

SURFACE TRANSPORTATION BOARD
WASHINGTON, D.C. 20423-0001

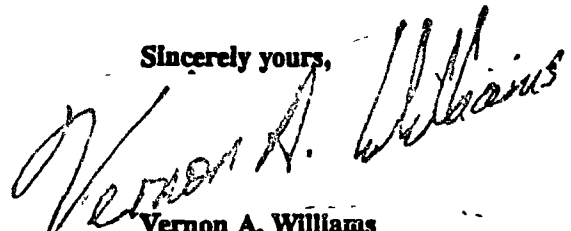
9/10/96

Julia R. Jones
The David J. Joseph Company
300 Pike Street
Cincinnati, Ohio 45202

Dear Madam:

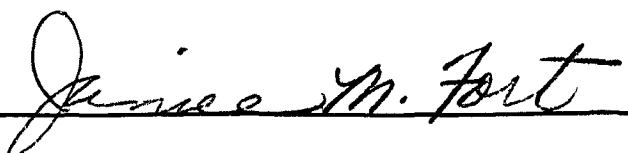
The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 9/10/96 at 10:50AM, and assigned recordation number(s). 20257.

Sincerely yours,


Vernon A. Williams
Secretary

Enclosure(s)

\$ 21.00 . . . The amount indicated at the left has been received in payment of a fee in connection with a document filed on the date shown. This receipt is issued for the amount paid and in no way indicates acknowledgment that the fee paid is correct. This is accepted subject to review of the document which has been assigned the transaction number corresponding to the one typed on this receipt. In the event of an error or any questions concerning this fee, you will receive a notification after the Commission has had an opportunity to examine your document.

Signature 

20257
SEP 10 1996 10 30 AM

**MEMORANDUM OF
ASSIGNMENT AND ASSUMPTION AGREEMENT**

This memorandum of assignment and assumption agreement (the "Memorandum of Assignment and Assumption") for the Lease and Equipment described in Appendix I hereto is entered into as of August 13, 1996, by and between **The David J. Joseph Company**, a Delaware corporation ("Assignee") and **TC-78 Partnership**, an Illinois general partnership ("Assignor"), whose agent is **Transportation Corporation of America ("TCA")**, an Illinois corporation.

WITNESSETH

1. Assignor has agreed to assign to Assignee the Equipment and Lease as described in Appendix I hereto.

2. This Memorandum of Assignment and Assumption shall be effective as of the date first set forth hereinabove and shall be subject to the Lease Term, as defined in the Lease described in Appendix I attached hereto.

IN WITNESS WHEREOF, the parties hereto have caused this Memorandum of Assignment and Assumption to be signed and sealed by their respective corporate officers as of the date and year first above written.

WITNESS:

Linda M. Baughman

THE DAVID J. JOSEPH COMPANY

By: 

Name: Douglas F. McMillan

Title: Vice President

WITNESS:

Daniel H. Pinkblatter

**TRANSPORTATION CORPORATION OF
AMERICA, as agent for the TC-78
Partnership**

By: 

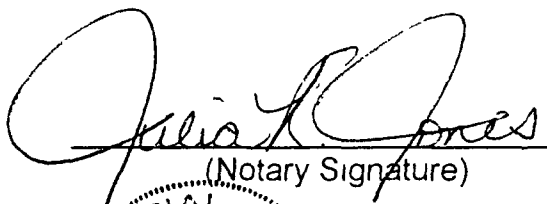
Name: John E. Carroll, Jr.

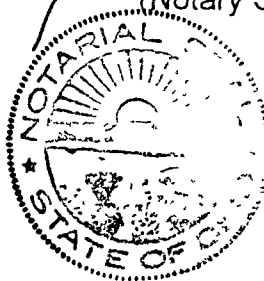
Title: President

STATE OF OHIO)
) SS:
COUNTY OF HAMILTON)

On this 13th day of August, 1996, before me the subscriber, Julia R. Jones, a Notary Public, duly commissioned, qualified and acting, within and for said County and State, appeared in person the within named Douglas F McMillan, to me personally known, who stated and acknowledged that he is the Vice President of The David J Joseph Company, a Delaware corporation, and duly authorized by authority of the Board of Directors or By-laws of said corporation in his capacity as such officer to execute and acknowledge the foregoing instrument for and in the name and on behalf of said corporation and further stated and acknowledged that he has so signed, executed and delivered the foregoing instrument as the free and voluntary act and deed of said corporation, for the consideration, uses and purposes therein mentioned and set forth and desired that the same might be recorded as such

IN WITNESS WHEREOF, I have hereunto set my hand and official seal this 13th day of August, 1996


(Notary Signature)



JULIA R. JONES
Notary Public, State of Ohio
My Commission Expires Feb. 27, 2000

My commission expires

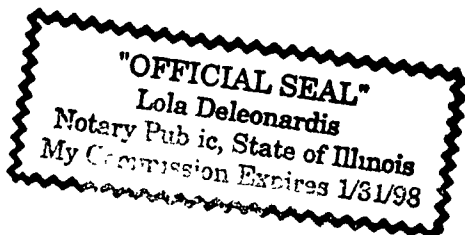
2-27-2000

STATE OF ILLINOIS)
DuPAGE) SS:
COUNTY OF ~~COOK~~)

On this 15th day of August, 1996, before me the subscriber,
Lola DeLeonardis, a Notary Public, duly commissioned, qualified and acting,
within and for said County and State, appeared in person the within named
John E. Carroll, Jr. to me personally known, who stated and acknowledged that he ~~she~~
is the President of Transportation Corporation of America, an Illinois
corporation, and duly authorized by authority of the TC-78 Partnership, an Illinois general
partnership, to execute and acknowledge the foregoing instrument for and in the name and on
behalf of said partnership and further stated and acknowledged that he ~~she~~ has so signed,
executed and delivered the foregoing instrument as the free and voluntary act and deed of said
partnership, for the consideration, uses and purposes therein mentioned and set forth and
desired that the same might be recorded as such

IN WITNESS WHEREOF, I have hereunto set my hand and official seal this 15th day of
August, 1996

Lola DeLeonardis
(Notary Signature)



My commission expires

1/31/98

APPENDIX I
TO
MEMORANDUM OF ASSIGNMENT AND ASSUMPTION AGREEMENT

EQUIPMENT: Twenty-five (25) railcars bearing the reporting marks EJE 6150-6174, inclusive

LEASE: Lease Agreement dated June 1, 1993, between Elgin, Joliet and Eastern Railway Company ("EJ&E") and Transportation Corporation of America ("TCA"), as agent for the TC-78 Partnership, as amended June 1, 1996.